

# McGLINCHEY STAFFORD LANG

A LAW CORPORATION

NEW ORLEANS  
HOUSTON  
BATON ROUGE  
LITTLE ROCK  
WASHINGTON, D.C.  
FORT SMITH  
LAKE PROVIDENCE

2777 STEMMONS FREEWAY  
SUITE 925  
DALLAS, TEXAS 75207

TELEPHONE (214) 634-3939  
FAX (214) 634-3971  
DIRECT DIAL:

SEP 1 1993 -2 42 PM

August 31, 1993

SEP 1 1993 -2 42 PM

3-244A031

64.00

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue N.W.  
Washington, D.C. 20423  
Attention: Ms. Mildred Lee, Room 2303

SEP 1 1993 -2 42 PM

INTERSTATE COMMERCE COMMISSION

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 1)

SEP 1 1993 -2 42 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Sixth Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1993, between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated August 30, 1993, between Trinity Industries Leasing Company ("Assignor") and Bankers Trust Company, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1993, between Trinity Industries Leasing Company ("Seller") and Bankers Trust Company, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated August 30, 1993 between Bankers Trust Company, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Sixth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of January 15, 1980 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400 on January 22, 1980, along with an Assignment and Bill of Sale under

*Handwritten notes:*  
C. D. Dethlefsen  
C. D. Dethlefsen

McGLINCHEY STAFFORD LANG  
A LAW CORPORATION

Secretary  
August 31, 1993  
Page 2

Recordation Nos. 11400-A and 11400-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 30, 1989 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400-M on November 30, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 11400-L and 11400-N, respectively; the Second Supplement to Equipment Trust Agreement dated as of March 15, 1991 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400-R on March 15, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 11400-Q and 11400-S, respectively; the Third Supplement to Equipment Trust Agreement dated as of March 25, 1992 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400-V on March 30, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 11400-W and 11400-X, respectively; and the Fourth Supplement to Equipment Trust Agreement dated as of June 26, 1992 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400-Z on June 29, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 11400-Y and 11400-AA, respectively; and the Fifth Supplement to Equipment Trust Agreement dated as of August 13, 1992 between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, which was filed and recorded under Recordation No. 11400-DD on August 20, 1992, along with an Assignment and Bill of Sale under Recordation Nos. 11400-EE and 11400-FF, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 40 railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2705 State Street, Chicago Heights, Illinois, and the address of Bankers Trust Company, the Trustee is Four Albany Street, P.O. Box 318, Church Street Station, New York, New York 10015.

The railroad equipment covered by the Sixth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

McGLINCHEY STAFFORD LANG  
A LAW CORPORATION

Secretary  
August 31, 1993  
Page 3

Enclosed is our firm's check in the amount of \$64.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Sixth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Sixth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Sixth Supplement to Equipment Trust Agreement, a primary document, dated as of August 30, 1993, between Trinity Industries Leasing Company (as vendor and lessee), and Bankers Trust Company, as Trustee, and covering thirteen (13) railroad cars, and (ii) Assignment, a primary document, dated August 30, 1993, between Trinity Industries Leasing Company (as Assignor), and Bankers Trust Company, as Trustee, and covering thirteen (13) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated August 30, 1993, between Trinity Industries Leasing Company (as Seller), and Bankers Trust Company, as Trustee (as Buyer), and covering various railroad cars, and connected to the Sixth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated August 30, 1993, between Bankers Trust Company, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of January 15, 1980 referred to above.

Very truly yours,



Richard A. Fogel

RAF:ps  
Enclosures

DDD0429D

## EXHIBIT A

1. Railroad Car Lease Agreement, dated April 2, 1992 between Trinity Industries Leasing Company and AG Processing, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	25,500 Gal. 111A100W1 Tank Cars	TILX 250177

2. Railroad Car Lease Agreement, dated May 16, 1991 between Trinity Industries Leasing Company and EKA Nobel, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	21,000 Gal. 111A100W6 Tank Cars	TILX 200085,200087,200089

3. Railroad Car Lease Agreement, dated February 18, 1991, between Trinity Industries Leasing Company and Tennessee Eastman Company, Division of Eastman Kodak Company covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5,851 cu.ft. Lo Covered Hopper Cars	TILX 59230-59234

4. Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	23,589 Gal. 111A100W1 Tank Cars	TILX 260805-260808

**Interstate Commerce Commission**  
Washington, D.C. 20423

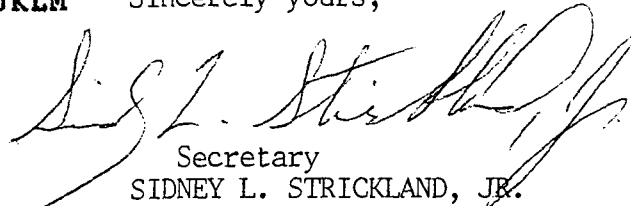
9/1/93

OFFICE OF THE SECRETARY

Richard A Fogel  
McGunchey Stafford Lang  
2777 Stemmons Freeway  
Suite 925  
Dallas, Texas 75207

Dear sir:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on **9/1/93** at **2:05pm**, and assigned  
recording number(s). **11400=GG,HH,II & JJ, 14515-I-J,K,L 16017-U,V,W,X**  
**17520-JKLM** Sincerely yours,

  
Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

11400-1911  
SEP 1 1993 -2 05 PM

INSTRUMENTS DIVISION

---

**SIXTH SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT**

**(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 1)**

**Dated as of August 30, 1993**

**Between**

**BANKERS TRUST COMPANY, SUCCESSOR TRUSTEE**

**AND**

**TRINITY INDUSTRIES LEASING COMPANY**

---

SIXTH SUPPLEMENT dated as of August 30, 1993 (herein called this "Sixth Supplement"), to the Equipment Trust Agreement dated as of January 15, 1980 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and BANKERS TRUST COMPANY, a New York banking Corporation, as successor Trustee (hereinafter in such capacity called the "Trustee").

#### PRELIMINARY STATEMENT

A. The Company and Mercantile National Bank at Dallas, a national banking association, subsequently named MBank Dallas, National Association ("MBank"), as original Trustee, entered into the Equipment Trust Agreement dated as of January 15, 1980 (as supplemented or amended to the date hereof, hereinafter called the "Trust Agreement").

B. All of the corporate trust business of MBank was assigned to the Deposit Insurance Bridge Bank, National Association (herein called "DIBB") by the Federal Deposit Insurance Corporation, as receiver for MBank, and pursuant to an Instrument of Resignation, Appointment and Acceptance dated as of April 17, 1989 among the Company, DIBB and Bankers Trust Company, DIBB resigned as original Trustee and Bankers Trust Company was appointed as successor Trustee.

C. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on January 22, 1980 under Recordation No. 11400.

D. The Trust Agreement was supplemented by a First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Trustee, recorded with the ICC on November 29, 1989 under Recordation No. 11400-M.

E. The Trust Agreement was supplemented by a Second Supplement to Equipment Trust Agreement dated as of March 1, 1991 between the Company and the Trustee, recorded with the ICC on March 15, 1991 under Recordation No. 11400-R.

F. The Trust Agreement was supplemented by a Third Supplement to Equipment Trust Agreement dated as of March 25, 1992 between the Company and the Trustee, recorded with the ICC on March 30, 1992 under Recordation No. 11400-V.

G. The Trust Agreement was supplemented by a Fourth Supplement to Equipment Trust Agreement dated as of June 26, 1992 between the Company and the Trustee, recorded with the ICC on June 29, 1992 under Recordation No. 11400-Z.

H. The Trust Agreement was supplemented by a Fifth Supplement to Equipment Trust Agreement dated as of August 13, 1992 between the Company and the Trustee, recorded with the ICC on August 20, 1992 under Recordation No. 11400-DD.

I. Pursuant to the terms of a Purchase Agreement dated as of January 15, 1980 (hereinafter called the "Purchase Agreement"), among the Company and Trinity Industries, Inc., a Delaware corporation, and each of the institutional investors named in Schedule A thereto (such investors herein collectively called the "Purchasers"), the Purchasers have each purchased Equipment Trust Certificates issued or to be issued under the Trust Agreement.

J. The Company has, pursuant to Section 5.06(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the 36 units of Equipment covered by the Existing Lease with Conoco, Inc. dated August 4, 1989 (Partial Riders 1, 2 and 7) described in Exhibit B to the Fourth Supplement to the Trust Agreement, the 1 unit of Equipment covered by the Existing Lease with South Soo Grain Company dated November 13, 1979 described in Exhibit B to the Trust Agreement, and the 3 units of Equipment covered by the Existing Lease with Bunge Corporation dated April 24, 1979 described in Exhibit B to the Trust Agreement (the "Assigned Equipment").

K. Pursuant to Section 5.06(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

L. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibit A to the Trust Agreement the descriptions of the Substituted Equipment and Existing Leases contained in Exhibits A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Sixth Supplement shall have the respective meanings ascribed to them in the Trust Agreement.



4. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement, the Second Supplement, the Third Supplement, the Fourth Supplement, the Fifth Supplement and this Sixth Supplement.

5. This Sixth Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Sixth Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Sixth Supplement. It shall not be necessary in making proof of this Sixth Supplement to produce or account for more than one such counterpart.

6. This Sixth Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of New York (including the conflicts of laws rules), including all matters of construction, validity and performance.

7. The recitals herein are those of the Company and not the Trustee.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

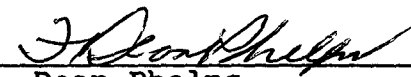
TRINITY INDUSTRIES LEASING COMPANY

Attest:

  
Assistant Secretary

[SEAL]

By:

  
F. Dean Phelps  
Vice President

STATE OF TEXAS

§  
§ ss.  
§

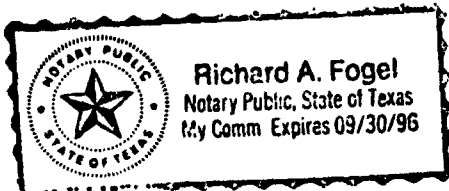
COUNTY OF DALLAS

On this 27 day of August, 1993, before me personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

Richard A. Fogel

My Commission Expires: \_\_\_\_\_



BANKERS TRUST COMPANY, Trustee

By: \_\_\_\_\_

Name: Andrea Lichtenstein  
Title: Vice President

Attest:

[SEAL]

STATE OF NEW YORK

§  
§ ss.  
§

COUNTY OF NEW YORK

On this 30<sup>th</sup> day of August, 1993, before me personally appeared Andrea Lichtenstein, to me personally known, who being by me duly sworn, says that he is the Vice President of BANKERS TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

Karen J. Morena

My Commission Expires: \_\_\_\_\_

KAREN J. MORENA  
Notary Public, State of New York  
No. 41-4991083  
Qualified in Queens County  
Commission Expires Jan. 21, 1994

EXHIBIT A

1. Railroad Car Lease Agreement, dated April 2, 1992 between Trinity Industries Leasing Company and AG Processing, Inc. covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	25,500 Gal. 111A100W1 Tank Cars	TILX 250177

2. Railroad Car Lease Agreement, dated May 16, 1991 between Trinity Industries Leasing Company and EKA Nobel, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	21,000 Gal. 111A100W6 Tank Cars	TILX 200085,200087,200089

3. Railroad Car Lease Agreement, dated February 18, 1991, between Trinity Industries Leasing Company and Tennessee Eastman Company, Division of Eastman Kodak Company covering the following described railroad cars (Partial Rider 4):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
5	5,851 cu.ft. Lo Covered Hopper Cars	TILX 59230-59234

4. Railroad Car Lease Agreement, dated June 24, 1992, between Trinity Industries Leasing Company and Windsor Chemicals, Inc. covering the following described railroad cars (Partial Rider 2):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
4	23,589 Gal. 111A100W1 Tank Cars	TILX 260805-260808

EXHIBIT B  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1 Tank Car	111A100W1	25,500 Gal.	TILX 250177	6/93
3 Tank Cars	111A100W6	21,000 Gal.	TILX 200085,200087,200089	7/93
5 Hopper Cars	Lo	5,851 cu.ft.	TILX 59230-59234	8/93
4 Tank Cars	111A100W1	23,589 Gal.	TILX 260805-260808	8/93